

CAZALOT CLARENCE P JR
Form 4
March 08, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CAZALOT CLARENCE P JR

(Last) (First) (Middle)

C/O MARATHON OIL
CORPORATION, 5555 SAN
FELIPE ROAD

(Street)

HOUSTON, TX 77056

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MARATHON OIL CORP [MRO]

3. Date of Earliest Transaction
(Month/Day/Year)

03/04/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK	03/04/2005		S		2,500	D	\$ 48.25	172,052	D	
COMMON STOCK	03/04/2005		S		2,500	D	\$ 48.55	169,552	D	
COMMON STOCK	03/04/2005		S		1,100	D	\$ 48.7	168,452	D	
COMMON STOCK	03/04/2005		S		100	D	\$ 48.73	168,352	D	
COMMON STOCK	03/04/2005		S		1,000	D	\$ 48.74	167,352	D	

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COMMON STOCK	03/04/2005	M	80,000	A	\$ 25.5	247,352	D
COMMON STOCK	03/04/2005	M	152,500	A	\$ 23.4063	399,852	D
COMMON STOCK	03/04/2005	S	3,000	D	\$ 47.2	396,852	D
COMMON STOCK	03/04/2005	S	5,000	D	\$ 47.3	391,852	D
COMMON STOCK	03/04/2005	S	2,000	D	\$ 47.34	389,852	D
COMMON STOCK	03/04/2005	S	4,000	D	\$ 47.35	385,852	D
COMMON STOCK	03/04/2005	S	4,000	D	\$ 47.4	381,852	D
COMMON STOCK	03/04/2005	S	1,000	D	\$ 47.48	380,852	D
COMMON STOCK	03/04/2005	S	4,000	D	\$ 47.53	376,852	D
COMMON STOCK	03/04/2005	S	5,000	D	\$ 47.59	371,852	D
COMMON STOCK	03/04/2005	S	4,300	D	\$ 47.65	367,552	D
COMMON STOCK	03/04/2005	S	600	D	\$ 47.66	366,952	D
COMMON STOCK	03/04/2005	S	1,500	D	\$ 47.67	365,452	D
COMMON STOCK	03/04/2005	S	700	D	\$ 47.68	364,752	D
COMMON STOCK	03/04/2005	S	600	D	\$ 47.69	364,152	D
COMMON STOCK	03/04/2005	S	3,000	D	\$ 47.7	361,152	D
COMMON STOCK	03/04/2005	S	100	D	\$ 47.72	361,052	D
COMMON STOCK	03/04/2005	S	400	D	\$ 47.73	360,652	D
COMMON STOCK	03/04/2005	S	200	D	\$ 47.75	360,452	D
COMMON STOCK	03/04/2005	S	2,100	D	\$ 47.76	358,352	D
	03/04/2005	S	5,600	D	\$ 47.8	352,752	D

COMMON
STOCK

COMMON STOCK	03/04/2005	S	700	D	\$ 47.81	352,052	D
COMMON STOCK	03/04/2005	S	1,000	D	\$ 47.82	351,052	D
COMMON STOCK	03/04/2005	S	2,700	D	\$ 47.84	348,352	D
COMMON STOCK	03/04/2005	S	2,500	D	\$ 48.1	345,852	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title a Underlyi (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
EMPLOYEE STOCK OPTION (Right to Buy)	\$ 25.5	03/04/2005		M ⁽¹⁾	80,000	05/30/2001	05/30/2010	COMM STO
STOCK APPRECIATION RIGHT	\$ 25.5	03/04/2005		M ⁽¹⁾	80,000	05/30/2001	05/30/2010	COMM STO
EMPLOYEE STOCK OPTION (Right to Buy)	\$ 23.4063	03/04/2005		M ⁽¹⁾	152,500	03/03/2003 ⁽²⁾	03/03/2010	COMM STO
STOCK APPRECIATION RIGHT	\$ 23.4063	03/04/2005		M ⁽¹⁾	152,500	03/03/2003 ⁽²⁾	03/03/2010	COMM STO

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

CAZALOT CLARENCE P JR
C/O MARATHON OIL CORPORATION
5555 SAN FELIPE ROAD
HOUSTON, TX 77056

X

President and CEO

Signatures

R. J. Kolencik-Attorney-in-Fact for Clarence P.
Cazalot, Jr.

03/08/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Exercise of stock option and cancellation of tandem stock appreciation right.
- (2) Vests in three equal annual installments on March 3, 2003, 2004 and 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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